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Attorneys for Plaintiffs and Counter-Defendants

[Additional Counsel appear on next page]

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

SERENDIP LLC & WENDY
CARLOS,

Plaintiffs,

v.

WARNER BROS. ENTERTAINMENT
INC.,

Defendant.

WARNER BROS. ENTERTAINMENT
INC.,

Counter-Claimant,

v.

SERENDIP LLC & WENDY
CARLOS,

Counter-Defendants.

CASE NO. CV 08-07739 RGK (RCx)

The Honorable R. Gary Klausner

JOINT WITNESS LIST

Pretiral Conference

Date: January 4, 2010

Time: 9:00 a.m.

Place: Courtroom 850

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Date: January 19, 2010

Time: 9:00 a.m.

Place: Courtroom 850

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WARNER BROS. ENTERTAINMENT INC.

Joint Witness List

Plaintiffs

Wendy Carlos is a member of Plaintiff Serendip LLC and an individual plaintiff. Her testimony will include, but not be limited to, the creative process which informed her work that is the music at issue, and the time of the compositions. She will testify that the only license granted with respect to her music for “A Clockwork Orange” was for synchronization with the motion picture and public performance in theaters and on television, and for the sale of albums. She will also testify that her demonstration music for “The Shining” was not created pursuant to a “work for hire” agreement, and that she did not give permission to use her work in various extra content in the Stanley Kubrick Directors Series DVD set. She will identify documents as required. Direct testimony time: 6 hours.

Judith Finell is an expert musicologist. Her testimony will include, but not be limited to, the opinions in her expert report and the bases for those opinions, including the originality of Wendy Carlos’s compositions and arrangements. She will also rebut the testimony of Defendant’s expert Lawrence Ferrara, Ph.D. Direct testimony time: 4 hours.

Michael Einhorn, Ph.D is an economic expert in the areas of intellectual property, media, entertainment, licensing and valuation. His testimony will include, but not be limited to, the opinions in his expert report and the bases for those opinions, including the calculation of damages. He will also rebut the testimony of Defendant’s expert Edward Pierson. Direct testimony time: 4 hours.

*Annemarie Franklin is a member of Plaintiff Serendip LLC and counsel for the Plaintiffs. Her testimony is expected to be for rebuttal of certain affirmative defenses of Defendant and to identification of documents, if necessary.

Defendant (on following pages)

Serendip LLC & Wendy Carlos v. Warner Bros. Entertainment Inc.

U.S. District Court, Central Dist. of CA, Case No. CV 08-07739 RGK (RCx)

WITNESSES DESIGNATED TO TESTIFY AT TRIAL BY DEFENDANT

WITNESS	SUBJECT MATTER OF TESTIMONY
Jan Harlan	<p>Mr. Harlan was an assistant to Mr. Kubrick on <i>A Clockwork Orange</i> and an executive producer on <i>The Shining</i>. He produced and directed <i>Stanley Kubrick: A Life in Pictures</i>, <i>Oh Lucky Malcolm</i> and <i>Wendy Carlos Composer</i>. His testimony will include, but not be limited to, the rights granted in the Agreement dated June 1, 1971 (the “ACO Agreement”) between Trans-Electronic Music Productions Inc. (“TEMPI”) and Polaris Productions, Inc., the involvement of Mr. Kubrick and Peter Knecht (both of whom are deceased) in the negotiation of the ACO Agreement, his interactions with Ms. Carlos, Rachel Elkind and Mr. Kubrick with regard to <i>The Shining</i>, his interactions with Ms. Carlos and Ms. Franklin with respect to <i>Stanley Kubrick: A Life in Pictures</i> and the work that ultimately was titled <i>Wendy Carlos Composer</i>, and <i>The Making of the Shining</i>. Mr. Harlan will also testify regarding the single exhibition of <i>Oh Lucky Malcolm</i> containing Ms. Carlos’ music and the absence of revenue he or Warner Bros. received from that exhibition. Mr. Harlan will authenticate documents as needed.</p> <p>Time Estimate (direct): 5 hours</p>
Michael Bradsell	<p>Mr. Bradsell is a musician and editor who removed sound recordings by Ms. Carlos from film clips used in <i>Still Tickin’: Return of a Clockwork Orange</i> and replaced those sound recordings with his own performances of the public domain musical works on which Ms. Carlos’ recordings were based. His testimony will include, but not be limited to, the steps he took to replace Ms. Carlos’</p>

WITNESS	SUBJECT MATTER OF TESTIMONY
	<p>performances. Mr. Bradsell will also authenticate documents as needed.</p> <p>Time Estimate (direct): 1 hour</p>
<p>Roberta (Bobby) Thornburg</p> <p>(percipient and expert)</p>	<p>Ms. Thornburg is Senior Vice President at Warner Bros. Pictures. Ms. Thornburg's testimony will include, but not be limited to, Warner Bros.' procedures for verifying that it has the rights to incorporate music in the films it distributes, the specific procedures employed in this case and the status (copyright or public domain) of the musical works on which Ms. Carlos' musical works are based. If necessary, Ms. Thornburg will also testify that Warner Bros. is the assignee of Polaris with respect to the rights granted under the ACO Agreement, and is the successor-in-interest to Peregrine Filmmaatschappij, N.V. ("Peregrine") with respect to rights Peregrine acquired from TEMPI under two agreements relating to <i>The Shining</i>. Ms. Thornburg will also authenticate documents as needed.</p> <p>Time Estimate (direct): 1 hour</p>
<p>Michael Kory</p>	<p>Mr. Kory is Senior Vice President of Worldwide Accounting for Warner Home Video. Mr. Kory's testimony will include, but not be limited to, the home video release dates for <i>A Clockwork Orange</i> and <i>Stanley Kubrick: A Life in Pictures</i> both in the United States and internationally. Mr. Kory will also testify to Warner Bros.' production, advertising and distribution expenses related to <i>A Clockwork Orange</i> and <i>Stanley Kubrick: A Life in Pictures</i>. Mr. Kory will also authenticate documents as needed.</p> <p>Time Estimate (direct): 45 minutes</p>

WITNESS	SUBJECT MATTER OF TESTIMONY
Dan Miron	<p>Mr. Miron is Executive Vice President of Worldwide Supply Chain management for Warner Home Video. He will testify to Warner Bros.' general practices with respect to the manufacturing of home video units to be sold overseas and about where home video units of <i>A Clockwork Orange</i> were manufactured.</p> <p>Time Estimate (direct): 45 minutes</p>
Wendy Carlos	<p>Warner Bros. intends to call Ms. Carlos as an adverse witness. In lieu of live testimony, Warner Bros. may play portions of Ms. Carlos' videotaped depositions.</p> <p>Ms. Carlos is a plaintiff in this action. Her testimony will include, but not be limited to, her role in the business aspects of TEMPI and Serendip, the rights at issue in this case and the interactions between herself and/or Rachel Elkind, on the one hand, and Mr. Kubrick and his associates, on the other hand, regarding the ACO Agreement and the two agreements (the "Composer Loanout Agreement" and the "Letter Agreement") relating to <i>The Shining</i>. Ms. Carlos will also testify to her interactions with Vivian Kubrick, Jan Harlan and Christianne Kubrick with respect to the films and musical works at issue in this case. Ms. Carlos will also testify to her awareness of home video in general and of the home video release of the films at issue in this action. Ms. Carlos will also authenticate documents as needed.</p> <p>Time Estimate (direct): 1 hour</p>

WITNESS	SUBJECT MATTER OF TESTIMONY
Annemarie Franklin	<p>Warner Bros. intends to call Ms. Franklin as an adverse witness. In lieu of live testimony, Warner Bros. may play portions of Ms. Franklin's videotaped deposition.</p> <p>Ms. Franklin is the managing member of Serendip LLC, a plaintiff in this action. Ms. Franklin's testimony will include, but not be limited to, Serendip's acquisition of the rights asserted in this case, her practices for policing Ms. Carlos' copyrights and Serendip's practices with respect to licenses it grants for the use of Ms. Carlos' music in films. Ms. Franklin will also testify to her interactions with, among others, Jan Harlan and Warner Bros. representatives with respect to the films and musical works at issue. Ms. Franklin will also testify to her awareness of home video in general and of the home video release of the films at issue in this action. Ms. Franklin will also authenticate documents as needed.</p> <p>Time Estimate (direct): 45 minutes</p>
Lawrence Ferrara, PhD. (retained expert)	<p>Dr. Ferrara is an expert musicologist. His testimony will include, but not be limited to, the opinions in his expert report and the bases for those opinions, including the lack of originality of certain of the musical works at issue: "Title Music from a Clockwork Orange," "Theme from a Clockwork Orange," "March from a Clockwork Orange" "William Tell Overture – Abridged" and "Suicide Scherzo" and whether any original content appears in the films that are the subject of this action. Dr. Ferrara will also testify regarding the musical scores belatedly produced by Plaintiffs and the effect, if any, of those scores on his opinions. If Plaintiffs' retained musicologist, Judith Finell is allowed to testify, Dr. Ferrara will also rebut aspects of Ms. Finell's testimony.</p> <p>Time Estimate (direct): 3 hours</p>

WITNESS	SUBJECT MATTER OF TESTIMONY
Edward Pierson (retained expert)	<p>Mr. Pierson is an Entertainment Law professor and former Executive Vice President, Legal and Business Affairs and General Counsel of Warner/Chappell Music. His testimony will include, but not be limited to, the areas described in his expert report, including patterns and practices in the industry for licensing of synchronization and master recording rights for use in feature films and, in particular, the use and meaning of “future technologies” clauses, “work for hire” agreements and assignments. Mr. Pierson will also testify to standard license fees paid in the industry for synchronization and master recording rights such as those at issue in this case, and the nature and type of royalties Ms. Carlos was paid for <i>A Clockwork Orange</i>. If Plaintiffs’ expert, Dr. Einhorn, is allowed to testify, Mr. Pierson will also rebut aspects of Dr. Einhorn’s testimony.</p> <p>Time Estimate (direct): 2.5 hours</p>
Harold B. Cohn	<p>Mr. Cohn is a retired attorney who participated in the negotiations of the ACO Agreement. His testimony will include, but not be limited to, the negotiations of that agreement.</p> <p>Time Estimate (direct): 1 hour</p>